

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

CARSON OPTICAL, INC.,)

Plaintiff,)

v.)

TELEBRANDS CORPORATION and)
WALLET LIGHT USA, LLC,)

Defendants.)

CIVIL ACTION NO.
07-cv-08020 (SCR-MDF)

AFFIDAVIT OF ELIZABETH T. TIMKOVICH
IN SUPPORT OF HER APPLICATION FOR LEAVE TO
WITHDRAW AS ATTORNEY OF RECORD FOR DEFENDANTS

Elizabeth T. Timkovich, being duly sworn, hereby deposes and says as follows:

1. I, as an attorney with the law firm Axinn, Veltrop & Harkrider LLP, was retained by defendants Telebrands Corporation and Wallet Light USA, LLC (the "Defendants") to represent them as local counsel in this action before the U.S. District Court for the District of Connecticut, prior to the transfer of this action to the Southern District of New York.
2. In August 2007, I terminated employment with the law firm Axinn, Veltrop & Harkrider LLP and, in September 2007, began employment with the law firm Hunton & Williams LLP.
3. Due to the transfer of this action from the District of Connecticut to the Southern District of New York and my change in employment, and at Defendants' request, I now seek to withdraw as attorney of record for Defendants. Attorneys from Cooper & Dunham LLP, who have already filed appearances, will continue to serve as Defendants' counsel of record.

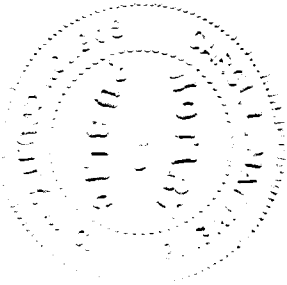
4. My withdrawal should in no way prejudice or inconvenience the parties to this action or impede judicial efficiency.


Elizabeth T. Timkovich

Sworn to and subscribed before
me this 4th day of October, 2007


Notary Public

My commission expires 5/31/08.



CERTIFICATE OF SERVICE

I hereby certify that on October 4, 2007, a copy of the foregoing Application for Leave to Withdraw was filed electronically using the CM/ECF system. Notice of this filing will be sent to the following counsel of record for the interested parties by operation of the Court's electronic filing system and by first class mail as follows:

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By: /s/ Elizabeth T. Timkovich
Elizabeth T. Timkovich